

EXHIBIT E

BERNSTEIN LIEBHARD & LIFSHITZ, LLP
ATTORNEYS AT LAW
10 EAST 40TH STREET
NEW YORK, NEW YORK 10016

(212) 779-1414
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www.bernlieb.com

July 2, 2008

BY FEDEX

Andrew R. May
10321 Beaumont Street
Fairfax, VA 22030

Re: **May v. Telik, Inc. (No. 07-4819 (CM))**

Dear Mr. May:

This letter responds to certain factual errors in your letter, dated June 18, 2008. To clarify, we first spoke on May 8, 2008, after I informed your counsel, Marc Henzel, that I would speak to you as he had requested in an email that same day. *See* Ex. A (correspondence with Mr. Henzel). During that conversation, you told me you thought the settlement was a bad one and we discussed, at length, the reasons for the proposed settlement. At that time, I also directed you to the memorandum in support of preliminary approval for further explication of the reasons for the settlement. Thereafter, you told me that you thought the reasons I gave to you, as well as the reasons set forth in the preliminary approval papers, were not good enough. You then asked me if you could see the documents provided by Telik as part of confirmatory discovery, as well as the confirmatory deposition testimony taken in connection with the settlement. I informed you that such materials were confidential as they were provided subject to a stipulated confidentiality agreement with defendants. I did, however, tell you that I would double-check with the partner on the case.

On June 6, 2008, I received a letter from you. *See* Ex. B. In the letter, you again requested all the confirmatory discovery material, wrote that I did not contact Mr. Henzel, and asked how much cash on hand Telik had at the time of settlement. *See id.* That same day, I wrote your counsel, Mr. Henzel, attaching your letter to the email. *See* Ex. C. I informed Mr. Henzel that I did not – and still do not – recall telling you that I would call him. I further apprised Mr. Henzel that we could not honor your request for the confirmatory discovery materials because of the confidentiality agreement. *See id.* Finally, I informed Mr. Henzel that you also requested Telik's cash position at time of settlement, which is public information readily available from the Company's Securities and Exchange Commission ("SEC") filings. *Id.*

17130v1



Mr. Andrew May

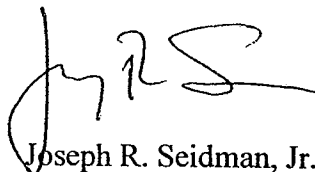
Page # 2

On June 19, 2008, I received your formal objection in the mail. *See* Ex. D. In your objection, you erroneously indicate that you were not provided with any information that supported the settlement, even though you and I reviewed the reasons for the settlement on the telephone on May 8, 2008 and I had directed you to the preliminary settlement papers. I also wrote your counsel, Mr. Henzel, on June 19, 2008, informing him that I received your objection. *See* Ex. E. Mr. Henzel wrote me back saying that you "did not like [my] reasons for the settlement." *See* Ex. F.

While you certainly have every right to object to the proposed settlement, I did want to clarify that you and I had, in fact, discussed the reasons that Lead Plaintiff and Lead Counsel believe that the settlement is fair, reasonable and adequate under all the circumstances of this case. Indeed, that you apprised Mr. Henzel that you did not like the reasons for the settlement amply demonstrates that the rationale for the settlement was, in fact, discussed with you. Further, Mr. Henzel emailed me later that day (June 19th) saying he had forwarded to you my June 6, 2008 email, which reiterated that the materials and testimony provided as part of confirmatory discovery was confidential, and directed you to Telik's SEC filings for its cash position at time of settlement. We believe that even if there was any confusion as to the confidential nature of the documents and testimony provided as part of confirmatory discovery, Mr. Henzel's forward of my June 6, 2008 email clarified that issue.

We will, of course, formally respond to the merits of your objection in our papers in support of final approval of the settlement.

Very truly yours,



Joseph R. Seidman, Jr.

JRS/js

Enclosures

Cc: The Honorable Colleen McMahon (By hand)
Marc Henzel, Esq. (By regular mail)

17130v1

EXHIBIT A

Joseph Seidman

From: Marc Henzel [mhenzel@henzellaw.com]
Sent: Thursday, May 08, 2008 10:48 AM
To: Joseph Seidman
Subject: Telik

can my client call you?

what is a good time

Please visit the firm's website www.henzellaw.com

MARC S. HENZEL, ESQ.

ATTORNEY AT LAW

LAW OFFICES OF MARC S. HENZEL

273 MONTGOMERY AVE

SUITE 202

BALA CYNWYD, PA 19004

(610) 660-8000

FAX (610) 660-8080

6/26/2008

Joseph Seidman

From: Joseph Seidman
Sent: Thursday, May 08, 2008 11:16 AM
To: 'Marc Henzel'
Subject: RE: Telik

Now is fine

From: Marc Henzel [mailto:mhenzel@henzellaw.com]
Sent: Thursday, May 08, 2008 10:48 AM
To: Joseph Seidman
Subject: Telik

can my client call you?
what is a good time
Please visit the firm's website www.henzellaw.com
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FAX (610) 660-8080

6/26/2008

Joseph Seidman

From: Marc Henzel [mhenzel@henzellaw.com]
Sent: Thursday, May 08, 2008 11:28 AM
To: Joseph Seidman
Subject: RE: Telik

Andrew May will be calling you

MARC S. HENZEL, ESQ. ATTORNEY AT LAW LAW OFFICES OF MARC S. HENZEL 273
MONTGOMERY AVE SUITE 202 BALA CYNWYD, PA 19004 (610) 660-8000 FAX (610) 660-8080
Please visit our website www.henzellaw.com

Return-Path: <seidman@bernlieb.com>
Received: from mail1.bernlieb.com [70.42.39.103] by mail34.safesecureweb.com with SMTP;
Thu, 8 May 2008 11:16:08 -0400
Received: from spamfilter.bernlieb.com (127.0.0.1) by spamfilter.bernlieb.com (MlftMTA v3.2r9) id h4caom0171s6
for <mhenzel@henzellaw.com>; Thu, 8 May 2008 11:00:26 -0400 (envelope-from <Seidman@bernlieb.com>)
Received: from blssvr3.bernlieb.com ([192.168.1.4])
by spamfilter.bernlieb.com (SonicWALL 6.1.0.9599)
with ESMTP; Thu, 08 May 2008 11:00:26 -0400
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MIME-Version: 1.0
Content-Type: multipart/alternative;
boundary="----=_NextPart_001_01C8B11E.70F69690"
Subject: RE: Telik
X-MimeOLE: Produced By Microsoft Exchange V6.5
Date: Thu, 8 May 2008 11:16:08 -0400
Message-ID: <559AA007E8627F42A4A55FE27768700C1D94F7@blssvr3.bernlieb.com>
In-Reply-To: <267601c8b11a\$838cd4d0\$6401a8c0@marc1>
X-MS-Has-Attach:
X-MS-TNEF-Correlator:
Thread-Topic: Telik
Thread-Index: AcixGocGkz1iRdjaTP+Is68Z7I45rgAA+KFw
References: <267601c8b11a\$838cd4d0\$6401a8c0@marc1>
From: "Joseph Seidman" <Seidman@bernlieb.com>
To: "Marc Henzel" <mhenzel@henzellaw.com>
X-Mlft-Version: 6.1.0.9599
X-Mlft-UniqueId: o200805081500260006445
X-SmarterMail-Spam: SPF_None

Now is fine

From: Marc Henzel [mailto:mhenzel@henzellaw.com]
Sent: Thursday, May 08, 2008 10:48 AM
To: Joseph Seidman
Subject: Telik

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what is a good time
Please visit the firm's website www.henzellaw.com

6/26/2008

MARC S. HENZEL, ESQ.
ATTORNEY AT LAW
LAW OFFICES OF MARC S. HENZEL
273 MONTGOMERY AVE
SUITE 202
BALA CYNWYD, PA 19004
(610) 660-8000
FAX (610) 660-8080

6/26/2008

EXHIBIT B

Securities Litigation

Civil Action No. 07-cv-04819 (CM)

Mr. Andrew R. May

10321 Beaumont Street

Fairfax, VA 22030

(703) 473-3818

Re: Joseph R. Seidman, Jr

Bernstein Liebhard & Lifshitz, LLP

10 E. 40th St

New York, New York 10016

(212) 779-1414

Dear Mr. Joseph R. Seidman, Jr ;

As to our conversation on Thursday May 8, 2008 I asked you to get me every bit of Factual evidence supporting lead counceels stipulation regarding the Telik INC class action Class Action Law Suit. At this time you mentioned you would have your boss call Marc Henzel However. Marc's office has never heard from you or anyone in your office. Please provide Me with every document required by law that supports the stipulation including all depositions All recorded or even better all transcripts of conversations on the talks between lead counsel And lead plaintiffs. Mr. Joe , I will need all transcripts taken directly by the DMC'e by Questioning and highlights of all transcriptions. Mr. Joe , its very important if you can supply Me with Teliks cash at the time lead was appointed. Can you tell me how much coverage Telik has by Insurance Co. for this issue on ? Can you release the insurance policy ? Please try to provide this information at earliest convenience as I will need to prepare for the Stipulation hearing .

Thank you for your kind attention in this matter.

Very truly yours.

Andrew R. May



CC : Honorable Colleen McMahon

EXHIBIT C

From: Joseph Seidman
Sent: Friday, June 06, 2008 12:13 PM
To: 'Marc Henzel'
Subject: FW: Scanned document from Lydia Aponte (Lydia)

Attachments: TELIK - LTR FROM ANDREW MAY - JUNE 5 - 2008.PDF

Marc-enclosed is a letter I got today from your client. I do not remember telling him I would call you. He did ask for transcripts and documents produced when I spoke to Mr. May, but I told him, as I'm sure you know, that those things are confidential. He also requests some public information in his letter, such as Telik's cash position at time of lead plaintiff appointment. That he can find in an SEC filing. Please call if you have any questions.

From: Lydia Aponte
Sent: Friday, June 06, 2008 11:24 AM
To: Joseph Seidman
Subject: Scanned document from Lydia Aponte (Lydia)



TELIK - LTR FROM
ANDREW MAY - ...

EXHIBIT D

Securities Litigation

Civil Action No. 07-cv-04819 (CM)

Mr. Andrew R. May

10321 Beaumont Street

Fairfax, VA 22030

(703) 473-3818

Re: Joseph R. Seidman, Jr

Bernstein Liebhard & Lifshitz, LLP

10 E. 40th St

New York, New York 10016

(212) 779-1414

Dear Mr. Joseph R. Seidman, Jr ;

As to our conversation on Thursday May 8, 2008 I asked you to get me every bit of Factual evidence supporting lead counceels stipulation regarding the Telik INC class action Class Action Law Suit. At this time you mentioned you would have your boss call Marc Henzel However Marc's office has never heard from you or anyone in your office. Please provide Me with every document required by law that supports the stipulation including all depositions All recorded or even better all transcripts of conversations on the talks between lead counsel And lead plaintiffs. Mr. Joe , I will need all transcripts taken directly by the DMC'e by Questioning and highlights of all transcriptions. Mr. Joe , its very important if you can supply Me with Teliks cash at the time lead was appointed. Can you tell me how much coverage Telik has by Insurance Co. for this issue on ?. Can you release the insurance policy ?. Please try to provide this information at earliest convenience as I will need to prepare for the Stipulation hearing .

Thank you for your kind attention in this matter.

Very truly yours.

Andrew R. May



CC : Honorable Colleen McMahon

EXHIBIT E

In Re Telik, INC.

June 18, 2008

Securities Litigation

Civil Action No. 07-cv-04819 (CM)

Mr. Andrew R. May

10321 Beaumont Street

Fairfax, VA 22030

(703) 473-3818

Dear Judge Colleen McMahon ;

I am a member of the plaintiffs' class and was the first to file a lawsuit regarding the claims of this case. In response to the settlement papers I received, I contacted Mr. Siedman, who is one of the lead counsel in the case and requested certain information from him. Mr. Siedman stated to me that he would have his boss contact Mr. Marc Henzel, who is my counsel on the complaint I filed. No one ever contacted Mr. Marc Henzel or myself and they did not provide either of us with any information that would support the settlement.

It is my belief that Telik's management withheld important safety and results information from shareholders after they promised to keep the shareholders up to date, even way after the trials were finished. When management was asked about the final results of assist 1 - 2 - 3 trials, management refused to give truthful answers after being asked on a conference call even though the information was right in front of management. I also do not agree with the lead counsel's claim that Telik's stock performance was caused by the market but rather that men and women using Telik's Telycyta died at alarming rates in the assist trials as compared to the control arms trials that are going good have a way of leaking and these types of stocks can go up in a slower market. I would like to prove this too. Telik stated over and over again how safe Telycyta is and that the assist trials were well managed but when the trials finished Telik said the trials were poorly managed, which was the opposite of their statements that the trials were being closely monitored.

At this time, I'm filing an objection to the settlement as presented to the court and would like to be present at the hearing. The facts as I understand them do not support a settlement of only \$ 5 million for the shareholders. The support for the settlement as described in the facts of the settlement documents seem to be incorrect and contradicted by public information.

This proposed settlement of \$ 5 million is completely inadequate considering the facts.

Thank you for your kind attention in this matter.

Very truly yours.

Andrew R. May

Andrew R. May
*forward to
II, counsel*

CC : Mr. Joseph R. Seidman, Jr

EXHIBIT F

From: Joseph Seidman
Sent: Thursday, June 19, 2008 2:37 PM
To: 'Marc Henzel'
Subject: Telik

Did you receive my 6/6 email? I got Mr. May's objection in the mail today. He says I never contacted you, which is not true. He also says I did not give him the reasons for the settlement. That, too, is not true.

EXHIBIT G

Joseph Seidman

From: Marc Henzel [mhenzel@henzellaw.com]
Sent: Thursday, June 19, 2008 5:13 PM
To: Joseph Seidman
Subject: re: Telik

got your e-mail

we spoke 1 time, which was before Mr. may spoke with you. we did not speak after that he did not like your reasons for the settlement and thinks you were lied to by the person who's deposition you took.

MARC S. HENZEL, ESQ. ATTORNEY AT LAW LAW OFFICES OF MARC S. HENZEL 273
MONTGOMERY AVE SUITE 202 BALA CYNWYD, PA 19004 (610) 660-8000 FAX (610) 660-8080
Please visit our website www.henzellaw.com

Return-Path: <seidman@bernlieb.com>
Received: from mail1.bernlieb.com [70.42.39.103] by mail34.safesecureweb.com with SMTP;
Thu, 19 Jun 2008 14:37:03 -0400
Received: from spamfilter.bernlieb.com (127.0.0.1) by spamfilter.bernlieb.com (MlftMTA v3.2r9) id hb9glg0171st
for <mhenzel@henzellaw.com>; Thu, 19 Jun 2008 09:38:31 -0400 (envelope-from <Seidman@bernlieb.com>)
Received: from blisvr3.bernlieb.com ([192.168.1.4])
by spamfilter.bernlieb.com (SonicWALL 6.1.1.9687)
with ESMTP; Thu, 19 Jun 2008 09:38:30 -0400
Content-class: urn:content-classes:message
MIME-Version: 1.0
Content-Type: multipart/alternative;
boundary="-----_=_NextPart_001_01C8D23B.76CC9C00"
Subject: Telik
x-mimeole: Produced By Microsoft Exchange V6.5
Date: Thu, 19 Jun 2008 14:37:01 -0400
Message-ID: <559AA007E8627F42A4A55FE27768700C1D9708@blisvr3.bernlieb.com>
X-MS-Has-Attach:
X-MS-TNEF-Correlator:
Thread-Topic: Telik
Thread-Index: AcjSO3bTx0e8jNMZS0u62j1k04OIIA==
From: "Joseph Seidman" <Seidman@bernlieb.com>
To: "Marc Henzel" <mhenzel@henzellaw.com>
X-Mlft-Version: 6.1.1.9687
X-Mlft-UniqueId: o200806191338300074214
X-SmarterMail-Spam: SPF_None

Did you receive my 6/6 email? I got Mr. May's objection in the mail today. He says I never contacted you, which is not true. He also says I did not give him the reasons for the settlement. That, too, is not true.

6/26/2008

Joseph Seidman

From: Marc Henzel [mhenzel@henzellaw.com]
Sent: Thursday, June 19, 2008 5:58 PM
To: Joseph Seidman
Subject: RE: Telik

i did forward him your e-mail

MARC S. HENZEL, ESQ. ATTORNEY AT LAW LAW OFFICES OF MARC S. HENZEL 273
MONTGOMERY AVE SUITE 202 BALA CYNWYD, PA 19004 (610) 660-8000 FAX (610) 660-8080
Please visit our website www.henzellaw.com

Return-Path: <seidman@bernlieb.com>
Received: from mail1.bernlieb.com [70.42.39.103] by mail34.safesecureweb.com with SMTP;
Thu, 19 Jun 2008 17:31:41 -0400
Received: from spamfilter.bernlieb.com (127.0.0.1) by spamfilter.bernlieb.com (MlfMTA v3.2r9) id hba5460171sc
for <mhenzel@henzellaw.com>; Thu, 19 Jun 2008 12:33:05 -0400 (envelope-from <Seidman@bernlieb.com>)
Received: from bllsvr3.bernlieb.com ([192.168.1.4])
by spamfilter.bernlieb.com (SonicWALL 6.1.1.9687)
with ESMTP; Thu, 19 Jun 2008 12:33:05 -0400
Content-class: urn:content-classes:message
MIME-Version: 1.0
Content-Type: multipart/alternative;
boundary="-----=_NextPart_001_01C8D253.DB67EFE0"
Subject: RE: Telik
x-mimeole: Produced By Microsoft Exchange V6.5
Date: Thu, 19 Jun 2008 17:31:38 -0400
Message-ID: <559AA007E8627F42A4A55FE27768700C1D970C@bllsvr3.bernlieb.com>
In-Reply-To: <9dc5da9e54e440109f45500233562b82@mail34.safesecureweb.com>
X-MS-Has-Attach:
X-MS-TNEF-Correlator:
Thread-Topic: Telik
Thread-Index: AcjSUVNM5deyX7wRT+y/Z5sPDwb90wAAm5SA
References: <9dc5da9e54e440109f45500233562b82@mail34.safesecureweb.com>
From: "Joseph Seidman" <Seidman@bernlieb.com>
To: <mhenzel@henzellaw.com>
X-Mlf-Version: 6.1.1.9687
X-Mlf-UniqueId: o200806191633040077824
X-SmarterMail-Spam: SPF_None

No, but I wrote to you thinking that, as his counsel, you would contact Mr. May and relay what I wrote in the email.

From: Marc Henzel [mailto:mhenzel@henzellaw.com]
Sent: Thursday, June 19, 2008 5:13 PM
To: Joseph Seidman
Subject: re: Telik

got your e-mail
we spoke 1 time, which was before Mr. may spoke with you. we did not speak after that
he did not like your reasons for the settlement and thinks you were lied to by the person who's

6/26/2008

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MONTGOMERY AVE SUITE 202 BALA CYNWYD, PA 19004 (610) 660-8000 FAX (610) 660-8080
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Return-Path: <seidman@bernlieb.com>
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Thu, 19 Jun 2008 14:37:03 -0400
Received: from spamfilter.bernlieb.com (127.0.0.1) by spamfilter.bernlieb.com (MlftMTA v3.2r9) id hb9glg0171st
for <mhenzel@henzellaw.com>; Thu, 19 Jun 2008 09:38:31 -0400 (envelope-from <Seidman@bernlieb.com>)
Received: from bllsvr3.bernlieb.com ([192.168.1.4])
by spamfilter.bernlieb.com (SonicWALL 6.1.1.9687)
with ESMTP; Thu, 19 Jun 2008 09:38:30 -0400
Content-class: urn:content-classes:message
MIME-Version: 1.0
Content-Type: multipart/alternative;
boundary="-----=_NextPart_001_01C8D23B.76CC9C00"
Subject: Telik
x-mimeole: Produced By Microsoft Exchange V6.5
Date: Thu, 19 Jun 2008 14:37:01 -0400
Message-ID: <559AA007E8627F42A4A55FE27768700C1D9708@bllsvr3.bernlieb.com>
X-MS-Has-Attach:
X-MS-TNEF-Correlator:
Thread-Topic: Telik
Thread-Index: AcjSO3bTx0e8jNMZS0u62j1k04OIJA==
From: "Joseph Seidman" <Seidman@bernlieb.com>
To: "Marc Henzel" <mhenzel@henzellaw.com>
X-Mlf-Version: 6.1.1.9687
X-Mlf-UniqueId: o200806191338300074214
X-SmarterMail-Spam: SPF_None

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